

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
EASTERN DIVISION**

In re: : Case No. 18-55889  
: :  
Ed Map, Inc., : Chapter 11  
: :  
Debtor. : Judge Hoffman

**NOTICE OF FILING OF CORPORATE RESOLUTION**

Pursuant to the provisions of Local Bankruptcy Rule 1074-1(b), the Corporate Resolution of Ed Map, Inc., Debtor and Debtor-in-Possession, authorizing the filing of this Chapter 11 case is attached.

Respectfully submitted,

/s/ John W. Kennedy  
Myron N. Terlecky (0018628)  
John W. Kennedy (0042672)  
Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA  
575 South Third Street  
Columbus, Ohio 43215-5759  
Telephone: (614) 228-6345  
Facsimile: (614) 228-6369  
Email: [mnt@columbuslawyer.net](mailto:mnt@columbuslawyer.net)  
Proposed Attorneys for Ed Map, Inc.,  
Debtor and Debtor-in-Possession

**ED MAP, Inc.**  
a Delaware corporation

Nelsonville, Ohio  
September 14, 2018

**ACTION BY WRITTEN CONSENT OF DIRECTORS**

The undersigned, being all the directors of ED MAP, Inc., a Delaware corporation (the "Company"), in lieu of action taken at a meeting and pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby authorize, approve, and adopt the following resolutions by unanimous written consent:

**Authorization of Filing Chapter 11 Bankruptcy**

**WHEREAS**, the Company, through its duly elected Board of Directors, deems it advisable and in the best interest of the Company, its creditors and all parties in interest, to seek protection under Chapter 11 of Title 11 of the United States Code, and to employ competent professional assistance to guide Company through its reorganization process.

**NOW THEREFORE LET IT BE:**

**RESOLVED**, that Company be, and hereby is, authorized to file a petition for relief under Chapter 11 of Title 11 of the United States Code, in the United States Bankruptcy Court, Southern District of Ohio, Eastern Division (the "Bankruptcy Proceeding").

**RESOLVED**, that Kerry S. Pigman, the Chief Operating Officer of Company be, and hereby is, authorized to execute and to file on behalf of Company any and all petitions for relief, papers and other documents which are proper and necessary to initiate the Bankruptcy Proceeding, together with any and all other papers and documents incidental thereto.

**RESOLVED**, that Company be, and hereby is, authorized to retain the law firm of Strip, Hoppers, Leithart, McGrath & Terlecky Co., LPA as legal counsel to represent it in connection with the Bankruptcy Proceeding.

**RESOLVED**, that each of the authorized officers of Company is hereby authorized and directed, after consultation with legal counsel for Company to take in the name and on behalf of Company, any and all actions as necessary to effect the matters set forth in or reasonably contemplated by the foregoing resolutions, including without limitation the execution and delivery of any additional agreements, certificates, waivers, consents, amendments, or other agreements or instruments deemed appropriate by such authorized officer, the payment of all fees, including recording and filing fees, and the observance

and performance of Company's obligations and the enforcement of its rights thereunder or otherwise with respect to such matters.

**RESOLVED**, that all actions previously taken or that will be taken by any authorized officer of the Company in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions be, and each of them hereby is, adopted, ratified, and confirmed and approved in all respects as the acts and deeds of Company.

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Written Consent of Directors as of the day and year first written above.

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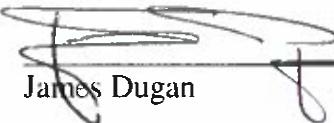
Michael D. Mark

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Kerry S. Pigman

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Lynn R. Gellermann



James Dugan

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Carol Clark

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David Kirkpatrick

**DIRECTORS**

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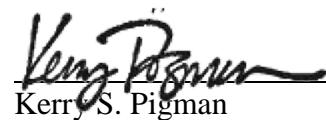
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James Dugan

/s/ Carol Clark by e-mail authority attached  
Carol Clark

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David Kirkpatrick

**DIRECTORS**

**John Kennedy**

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**From:** Carol Clark <carolahclark@gmail.com>  
**Sent:** Tuesday, September 11, 2018 9:31 PM  
**To:** Kerry Pigman  
**Cc:** Jim Dugan; David Kirkpatrick; Gellermann, Lynn (gellerml@ohio.edu); Phyllis Dawson; Michael Mark; Greg Smith  
**Subject:** Re: Ed Map update  
**Attachments:** image010.png

Kerry, you have my approval to do this. I will be unavailable on Friday until after 7 pm, but pls tell me when you have the call and I may be between flights and can listen.